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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11  
(Lead Case) (Jointly Administered)

**REQUEST FOR ENTRY OF ORDER BY  
DEFAULT ON RETENTION APPLICATIONS  
OF DEBTORS' PROFESSIONALS  
[Re: Dkt Nos. 864, 867, 869, and 887]**

Date: April 9, 2019  
Time: 9:30 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** April 2, 2019  
4:00 p.m. (Pacific Time)

**REQUEST FOR ENTRY OF ORDER BY DEFAULT**

PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby request, pursuant to Rule 9014-1(b)(4) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California, as made applicable to these Chapter 11 Cases by the *Amended Order Implementing Certain Notice and Case Management Procedures* entered on March 27, 2019 [Dkt No. 1093] (the “**Case Management Order**”), that the Court enter an order by default on the following four applications to retain and employ professionals (together, the “**Retention Applications**”):

1. Application of Debtors Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for the Debtors Effective as of the Petition Date [Dkt No. 864] (the “**Weil Application**”).
2. Application of Debtors Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Keller & Benvenutti LLP as Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt No. 869] (the “**Keller & Benvenutti Application**”).
3. Application of Debtors Pursuant to 11 U.S.C. §§ 363(b) and 105(a) for Authority to Employ and Retain AP Services, LLC to Provide a Chief Restructuring Officer, Deputy Chief Restructuring Officer, and Additional Personnel for the Debtors *Nunc Pro Tunc* to the Petition Date [Dkt No. 867] (the “**AlixPartners Application**”).
4. Application Pursuant to 11 U.S.C. § 327 for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Dkt No. 887] (the “**Prime Clerk Application**”).

**RELIEF REQUESTED IN THE RETENTION APPLICATIONS**

Each Retention Application seeks authority for the Debtor to employ a professional to perform certain tasks stated therein which are necessary in these Chapter 11 Cases. A proposed order was attached as an exhibit to each of the Retention Applications.

**NOTICE AND SERVICE**

A *Notice of Filing and Hearing on Retention Applications for Debtors’ Professionals* was filed concurrently with the Weil Application, the Keller & Benvenutti Application, and the AlixPartners Application on March 13, 2019 [Dkt. No. 872] (the “**First Notice**”). The Weil Application, the Keller & Benvenutti Application, the AlixPartners Application, each of their supporting declarations, and the

1 First Notice were served as described in the Certificate of Service of Alain B. Francoeur filed on March  
2 18, 2019 [Dkt. No. 945].

3 A second *Notice of Filing and Hearing on Retention Applications for Debtors'*  
4 *Professionals* was filed concurrently with the Prime Clerk Application on March 14, 2019 [Dkt. No.  
5 896] (the "**Second Notice**"). The Prime Clerk Application, its supporting declaration, and the Second  
6 Notice were served as described in the Certificate of Service of Robert J. Rubel filed on March 19, 2019  
7 [Dkt. No. 954].

8 The deadline to file responses or oppositions to any of the Retention Applications has  
9 passed, and no oppositions or responses have been filed with the Court or received by proposed counsel  
10 for the Debtors. Additionally, each of the Retention Applications was shared with the Office of the  
11 United States Trustee (the "**U.S. Trustee**") prior to filing and the U.S. Trustee has indicated that they  
12 have no objection to the approval thereof.

13 **DECLARATION OF NO RESPONSE RECEIVED**

14 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,  
15 that:

- 16 1. I am a partner of the firm of Keller & Benvenuti LLP, proposed co-counsel for  
17 the Debtors.
- 18 2. I have not received any response or opposition to any of the Retention  
19 Applications.
- 20 3. I have reviewed the Court's docket in the Chapter 11 Cases and have determined  
21 that no response or opposition has been filed with respect to any of the Retention Applications.
- 22 4. This declaration was executed in San Francisco, California.

23 WHEREFORE, the Debtors hereby request entry of orders, substantially in the form  
24 attached to each of the Retention Applications as **Exhibit A**, granting (i) the relief requested in each  
25 Retention Application, and (ii) such other and further relief as the Court may deem just and appropriate.

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Dated: April 3, 2019

**WEIL, GOTSHAL & MANGES LLP  
KELLER & BENVENUTTI LLP**

By: /s/ Jane Kim  
Jane Kim

*Proposed Attorneys for Debtors  
and Debtors in Possession*

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